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潼關黃金集團有限公司
Tongguan Gold Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

**PROPOSED ACQUISITION AND
PROVISION OF LOAN
– EXTENSION OF LONG STOP DATE**

Reference is made to the announcement of Tongguan Gold Group Limited (the “**Company**”) dated 14 October 2023 (the “**Announcement-Proposed Acquisition**”) in relation to, among other things, the proposed acquisition of 51% equity interest of Keyman Capital Limited and provision of a loan facility in the amount of US\$8 million. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Announcement-Proposed Acquisition.

As disclosed in the Announcement-Proposed Acquisition, Completion is subject to the conditions precedent being satisfied (or waived, if applicable) on or before 13 October 2024, or such other date as the Purchaser (Robust Market International Limited, a wholly-owned subsidiary of the Company) and the Vendor may agree in writing (the “**Long Stop Date**”). As of the date of this announcement, none of the conditions precedent has been fulfilled. As advised by the Vendor, since Madagascar is working on the decree of the new mining code, additional time is required to obtain the exploitation licence.

On 20 December 2024, the Purchaser and the Vendor entered into a supplemental agreement pursuant to which the parties have agreed to extend the Long Stop Date to 13 October 2025, or such later date as the Purchaser and the Vendor may agree in writing (the “**Extended Long Stop Date**”), and Completion shall be subject to the conditions precedent being satisfied (or waived, if applicable) on or before the Extended Long Stop Date.

Save as disclosed above, all other material terms of the Sale and Purchase Agreement shall remain unchanged and the Sale and Purchase Agreement shall remain in full force and effect.

By Order of the Board
Tongguan Gold Group Limited
Yeung Kwok Kuen

Executive Director and Chief Financial Officer

Hong Kong, 20 December 2024

As at the date of this announcement, the board of directors of the Company comprises Mr. Jiang Zhiyong, Mr. Shi Xingzhi, Mr. Shi Shengli, Mr. Yeung Kwok Kuen and Ms. Feng Fangqing as executive directors, Mr. Chu Kang Nam, Mr. Liang Xushu and Mr. Leung Ka Wo as independent non-executive directors.